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TRA DOCKET ROOM

Guy M. Hicks
General Counsel

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March 28, 2005

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505,

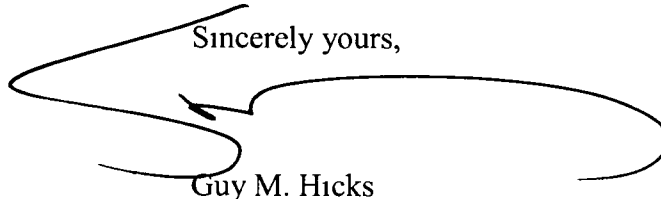
Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Z-Tel Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 05-00084

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Z-Tel Communications, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendments to the Interconnection Agreement dated April 18, 2003. The first Amendment adds adoption language to the Agreement and the second Amendment adds Quickserve to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Peggy Rubino, Z-Tel Communications, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Z-Tel Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENTS TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND Z-TEL COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Z-Tel Communications, Inc. ("Z-Tel") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated April 18, 2003 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Z-Tel and BellSouth state the following:

1. Z-Tel and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Z-Tel. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on June 2, 2003

2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment adds adoption language to the Agreement and the second Amendment adds Quickserve to the Agreement. Copies of the Amendments are attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Z-Tel and BellSouth are submitting their Amendments to the TRA for its consideration and approval. The Amendments provide that either or both of the parties is authorized to submit the Amendments to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendments between BellSouth and Z-Tel within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Z-Tel and BellSouth aver that the Amendments are consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

Z-Tel and BellSouth respectfully request that the TRA approve the Amendments negotiated between the parties.

This 29th day of March, 2005.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 29th day of March, 2005:

Peggy Rubino
Z-Tel Communications, Inc.
601 South Harbour Island Blvd.
Suite 220
Tampa, FL 33602


Guy M. Hicks

**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003

Tennessee**

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 18, 2003("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 2003, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

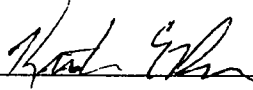
- 1 The Parties agree to incorporate into Attachment 1 Table 1 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated April 18, 2003, shall remain in full force and effect
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By



Name Kristen Rowe

Title Director

Date

12/15/07

Z-Tel Communications, Inc.

By



Name: DONALDA DAVIS

Title SVP

Date

12/6/04

[illegible]

**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003

Tennessee**

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 18, 2003 ("Agreement") to be effective on the date of the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 2003, and,

WHEREAS, BellSouth and Z-Tel are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004,

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1 The Parties agree to delete Section 2.5 of the General Terms and Conditions and replace it with the following
 - 2.5 Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Z-Tel any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted
- 2 All of the other provisions of the Agreement dated April 18, 2003 shall remain unchanged and in full force and effect
- 3 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title Director

Date: 12/21/04

Z-Tel Communications, Inc.

By: 

Name: DONALD DAVIS

Title: SVP

Date 12/16/04